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OF COUNSEL
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RECORDATION NO. 23684-D FILED

June 16, 2009

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SURFACE TRANSPORTATION BOARD

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: CIT Rail Trust 2001-1H

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Supplement 2-H (CIT Rail Trust 2001-1H), dated June 5, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement previously filed with the Board under Recordation Number 23684.

The names and addresses of the parties to the enclosed document are:

Lessor: Wells Fargo Bank Northwest, National
Association, not in its individual capacity but
solely as Owner Trustee
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

Lessee: The CIT Group/Equipment Financing, Inc.
11 West 42nd Street
New York, NY 10017

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A description of the railroad equipment covered by the enclosed document is:

68 hopper railcars have been remarked and renumbered DGHX 9292, CITX 600000 - CITX 600054 and within the series CITX 600100 - 600255 (previously marked within the series CEFX 60244 - CEFX 60777 and SCSX 97558 - SCSX 97818) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Lease Supplement 2H (CIT Rail Trust 2001-1H).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

EXECUTION TEXT

LEASE SUPPLEMENT 2H
(CIT Rail Trust 2001-1H)

This Lease Supplement 2H, dated June 5, 2009, between WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and THE CIT GROUP/EQUIPMENT FINANCING INC., a Delaware corporation ("Lessee");

Witnesseth:

Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (CIT Rail Trust 2001-1H) dated as of September 28, 2001 (the "Lease"), which was filed with the Surface Transportation Board on September 27, 2001 at 4:39 p.m., and was assigned, along with the other filed documents, Recordation Number 23684. The terms used herein are used with the meanings specified in Appendix A of the Lease.

Section 4.2 of the Lease provides for the execution and delivery of one or more Lease Supplements substantially in the form hereof for, among other things, the purpose of substituting the reporting mark of any Unit with a replacement reporting mark (a "Replacement Mark"), which shall be filed and recorded in all public offices where the Lease has been filed or recorded.

Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, Lessor and Lessee hereby agree as follows:

1. Lessor and Lessee hereby agree that the reporting mark of each Unit listed on the attached Schedule 1 (the "Current Mark") shall be substituted with the Replacement Mark listed opposite each such unit on Schedule 1.
2. Lessee shall cause this Lease Supplement to be recorded with the Surface Transportation Board and in all other public offices where the Lease has been filed or recorded.
3. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
4. To the extent that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee on the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
5. This Lease Supplement shall be governed by and construed in accordance

(Lease Supplement 2H)

with the internal laws and decisions of the State of New York; provided, however, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

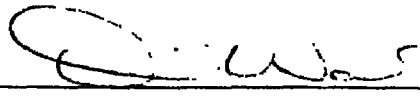
6. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

* * *

(Lease Supplement 2H)

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

WELLS FARGO BANK NORTHWEST, N.A.
as Lessor

By: 
Name: **David Wall**
Title: **Assistant Vice President**

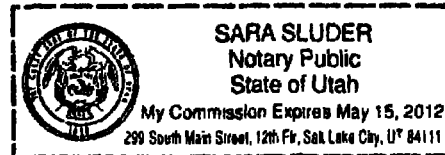
STATE OF **Utah**)
) SS.:
COUNTY OF **Salt Lake**)

On this 5th day of June, 2009 before me personally appeared David Wall,
to me personally known, who being duly sworn, says that he/she is the A.V.P. of Wells
Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but
solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority
of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.

Sara Sluder

Notary Public

My commission expires: _____



THE CIT GROUP/EQUIPMENT FINANCING, INC.
as Lessee

By: Carl H. Hume
Name: Carl H. Hume
Title: Vice President

STATE OF Illinois)
) SS.:
COUNTY OF Cook)

On this 1st day of June, 2009 before me personally appeared Richard J. Moton to me personally known, who being duly sworn, says that he/she is the Vice President of The CIT Group/Equipment Financing, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rachel J. Moton
Notary Public

My commission expires: 02/06/12



Receipt of this original counterpart of the foregoing Lease Supplement is hereby
acknowledged on this 5 day of ~~May~~, 2009.

June

MANUFACTURERS AND TRADERS TRUST
COMPANY, as Indenture Trustee

By: 

Name:

Dante Monakil

Title:

Vice President

STATE OF DELAWARE)
) SS.:
COUNTY OF NEWCASTLE

On this 4th day of June 2009 before me personally appeared DANTE M. MANAKIL
to me personally known, who being duly sworn, says that he/she is the V.P. of
Manufacturers and Traders Trust Company, as Indenture Trustee, that said instrument was signed
on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that
the execution of the foregoing instrument was the free act and deed of said corporation.

Joan F. Wilson
Notary Public

My commission expires: 9-23-10

JOAN F. WILSON
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Sept. 23, 2010

SCHEDULE 1**SCHEDULE OF CHANGE TO RECORDING MARKS & NUMBERS****Car Type: K341****Description: (68) Aluminum Coal Rapid Discharge Hopper Cars**

<u>Current Mark & Number</u>		<u>Replacement Mark & Number</u>	
CEFX	62163	DGHX	9292
CEFX	60260	CITX	600100
CEFX	60310	CITX	600101
CEFX	60342	CITX	600102
CEFX	60344	CITX	600103
CEFX	60777	CITX	600104
CEFX	61865	CITX	600117
CEFX	60774	CITX	600123
CEFX	60244	CITX	600251
CEFX	60276	CITX	600252
CEFX	60328	CITX	600253
CEFX	60345	CITX	600254
CEFX	60271	CITX	600255
SCSX	97558	CITX	600000
SCSX	97570	CITX	600001
SCSX	97571	CITX	600002
SCSX	97579	CITX	600003
SCSX	97583	CITX	600004
SCSX	97589	CITX	600005
SCSX	97590	CITX	600006
SCSX	97592	CITX	600007
SCSX	97596	CITX	600008
SCSX	97639	CITX	600009
SCSX	97642	CITX	600010
SCSX	97643	CITX	600011
SCSX	97645	CITX	600012
SCSX	97651	CITX	600013
SCSX	97655	CITX	600014
SCSX	97656	CITX	600015
SCSX	97657	CITX	600016
SCSX	97659	CITX	600017
SCSX	97660	CITX	600018
SCSX	97663	CITX	600019

(Lease Supplement 2Fl)

<u>Current Mark & Number</u>		<u>Replacement Mark & Number</u>	
SCSX	97665	CITX	600020
SCSX	97666	CITX	600021
SCSX	97674	CITX	600022
SCSX	97678	CITX	600023
SCSX	97686	CITX	600024
SCSX	97692	CITX	600025
SCSX	97693	CITX	600026
SCSX	97699	CITX	600027
SCSX	97709	CITX	600028
SCSX	97713	CITX	600029
SCSX	97714	CITX	600030
SCSX	97716	CITX	600031
SCSX	97719	CITX	600032
SCSX	97723	CITX	600033
SCSX	97724	CITX	600034
SCSX	97729	CITX	600035
SCSX	97730	CITX	600036
SCSX	97731	CITX	600037
SCSX	97735	CITX	600038
SCSX	97739	CITX	600039
SCSX	97747	CITX	600040
SCSX	97763	CITX	600041
SCSX	97791	CITX	600042
SCSX	97797	CITX	600043
SCSX	97798	CITX	600044
SCSX	97801	CITX	600045
SCSX	97803	CITX	600046
SCSX	97805	CITX	600047
SCSX	97806	CITX	600048
SCSX	97809	CITX	600049
SCSX	97810	CITX	600050
SCSX	97813	CITX	600051
SCSX	97816	CITX	600052
SCSX	97817	CITX	600053
SCSX	97818	CITX	600054

(Lease Supplement 2H)

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/16/09



Robert W. Alvord